

ENTERED

June 06, 2023

Nathan Ochsner, Clerk

**IN THE UNITED STATES BANKRUPTCY COURT
FOR THE SOUTHERN DISTRICT OF TEXAS
HOUSTON DIVISION**

In re:	§ Chapter 11
	§
CORE SCIENTIFIC, INC., et al.,	§ Case No. 22-90341 (DRJ)
	§
Debtors.¹	§ (Jointly Administered)

JOINT STIPULATION AND AGREED ORDER

**(I) EXTENDING RESPONSE DEADLINE WITH RESPECT TO DEBTORS'
OBJECTION TO PROOFS OF CLAIM NOS. 358 AND 359 FILED BY
SPHERE 3D CORP. (II) SUSPENDING DISCOVERY PENDING FURTHER ORDER**

[Relates to Docket Nos. 678, 711, 869]

This joint stipulation and agreed order (the “**Stipulation and Agreed Order**”) is made and entered into by and among (1) Core Scientific, Inc. and its debtor affiliates in the above-captioned chapter 11 cases, as debtors and debtors-in-possession (collectively, the “**Debtors**”), and (2) Sphere 3D Corp. (“**Sphere**” and together with the Debtors, the “**Parties**”). The Parties hereby stipulate and agree as follows:

RECITALS

WHEREAS, on December 21, 2022, the Debtors each commenced a voluntary case under chapter 11 of the Bankruptcy Code in the United States Bankruptcy Court for the Southern District of Texas (the “**Court**”);

WHEREAS, on March 13, 2023, Sphere filed a *Notice of Bankruptcy Rule 2004 Requests for Production of Documents from Core Scientific, Inc.* [Docket No. 678] (the “**Sphere’s Document Request**”), requesting documents from Debtors by no later than March 27, 2023;

¹ The Debtors in these chapter 11 cases, along with the last four digits of each Debtor’s federal tax identification number, are as follows: Core Mining LLC (6971); Core Scientific, Inc. (3837); Core Scientific Acquired Mining LLC (N/A); Core Scientific Operating Company (5526); Radar Relay, Inc. (0496); Core Scientific Specialty Mining (Oklahoma) LLC (4327); American Property Acquisition, LLC (0825); Starboard Capital LLC (6677); RADAR LLC (5106); American Property Acquisitions I, LLC (9717); and American Property Acquisitions, VII, LLC (3198). The Debtors’ corporate headquarters and service address is 210 Barton Springs Road, Suite 300, Austin, Texas 78704.

WHEREAS, on March 20, 2023, the Debtors filed *Debtors' Motion to Quash Sphere 3D's Bankruptcy Rule 2004 Requests for Production of Documents* [Docket No. 711] (the "**Motion to Quash**");

WHEREAS, on March 27, 2023, Sphere filed its Objection [Docket No. 729] to the Motion to Quash;

WHEREAS, on March 30, 2023, the Debtors filed a Reply in Further Support of the Motion to Quash [Docket No. 739];

WHEREAS, on April 13, 2023, Sphere filed a claim against Core Scientific, Inc. [Claim No. 358] and a claim against Core Scientific Operating Company [Claim No. 359] (Claim Nos. 358 and 359 together, the "**Claims**");

WHEREAS, on May 9, 2023, the Debtors filed *Debtors' Objection to Proofs of Claim Nos. 358 and 359 Filed by Sphere 3D Corp.* [Docket No. 869] ("**Claim Objection**"), requiring a response by Sphere by no later than June 8, 2023 (the "**Claim Objection Response Deadline**");

WHEREAS, on May 10, 2023, the Debtors served *Debtor Core Scientific Inc.'s First Request for Production of Documents from Sphere 3D Corp. in Connection with Sphere 3D Corp.'s Proofs of Claim Numbers 358 and 359* ("**Debtors' Document Request**"), requesting responses from Sphere by no later than June 9, 2023; and

WHEREAS, on May 15, 2022, the Debtors filed a Notice of Hearing [Docket No. 880] setting the Motion to Quash, among other matters, for hearing on May 22, 2023 at 1:30 p.m. (prevailing Central Time);

WHEREAS, on May 19, 2023, Debtors filed an Agenda [Docket No. 910] adjourning the Motion to Quash;

WHEREAS, the Parties conferred and desire to enter into this Stipulation to address the foregoing.

NOW, THEREFORE, IT IS HEREBY STIPULATED AND AGREED, AND UPON APPROVAL BY THE COURT OF THIS STIPULATION AND AGREED ORDER, IT IS SO ORDERED as follows:

1. By entry of this Stipulation and Agreed Order, Sphere hereby withdraws Sphere's Document Request without prejudice.
2. By entry of this Stipulation and Agreed Order, the Debtors hereby withdraw the Motion to Quash as moot.
3. Sphere reserves all its rights to request further discovery, including discovery related to plan confirmation. Debtors likewise reserve all rights to request further discovery from Sphere.
4. All discovery regarding the Claims and the Claim Objection is deferred and suspended until after a non-evidentiary scheduling conference with the Court to set relevant discovery and litigation deadlines and a trial date related to Sphere's Claims and Core's Claim Objection.
5. The Debtors and Sphere agree to suspend the deadline for Sphere's response to the Debtors' Document Request until after relevant discovery and litigation deadlines are set by further order of the Court following a non-evidentiary scheduling conference with the Court.
6. Sphere's deadline to file a response to the Claim Objection is extended through and including Monday, July 10, 2023.
7. Sphere's counsel and Debtors' counsel agree to confer on a proposed scheduling order for discovery, litigation schedule, and trial date on the Claim Objection to file and present to

the Court for consideration at a scheduling conference to be held after Sphere files its response to the Claim Objection.

8. Each person who executes this Stipulation represents that he or she is counsel for his or her respective client and is executing this Stipulation on behalf of and with the authority of his or her respective client.

9. Neither this Stipulation and Agreed Order nor any of its terms may be modified, altered, amended or waived, except in writing signed by the Parties hereto.

10. The Parties are authorized to take any and all actions reasonably necessary and appropriate to effectuate the relief granted pursuant to this Stipulation and Agreed Order.

11. This Stipulation and Agreed Order constitutes the entire agreement and supersedes all other prior agreements and understandings, both written and oral, between the Parties with respect to the subject matter hereof and, except as otherwise expressly provided herein, are not intended to confer upon any other person any rights or remedies hereunder.

12. The Court retains exclusive jurisdiction with respect to all matters arising from or related to the implementation, interpretation, and enforcement of this Stipulation and Agreed Order.

Signed: June 06, 2023.



DAVID R. JONES
UNITED STATES BANKRUPTCY JUDGE

AGREED TO: June 2, 2023

/s/ Timothy A. ("Tad") Davidson II

Timothy A. ("Tad") Davidson II
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Co-Counsel for Sphere 3D Corp.

/s/ Alfredo R. Pérez (with permission)

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*Counsel for Debtors and
Debtors in Possession*

CERTIFICATE OF SERVICE

I certify that on June 2, 2023, a true and correct copy of the foregoing document was served by the Electronic Case Filing System for the United States Bankruptcy Court for the Southern District of Texas on those parties registered to receive electronic notices.

/s/ Timothy A. ("Tad") Davidson II

Timothy A. ("Tad") Davidson II

United States Bankruptcy Court
Southern District of Texas

In re:
Core Scientific, Inc.
Official Committee of Unsecured Creditor
Debtors

Case No. 22-90341-djr
Chapter 11

District/off: 0541-4
Date Rcvd: Jun 06, 2023

User: ADIuser
Form ID: pdf002

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Total Noticed: 40

The following symbols are used throughout this certificate:

Symbol	Definition
+	Addresses marked '+' were corrected by inserting the ZIP, adding the last four digits to complete the zip +4, or replacing an incorrect ZIP. USPS regulations require that automation-compatible mail display the correct ZIP.
++	Addresses marked '++' were redirected to the recipient's preferred mailing address pursuant to 11 U.S.C. § 342(f)/Fed. R. Bank. P. 2002(g)(4).
^	Addresses marked '^' were sent via mandatory electronic bankruptcy noticing pursuant to Fed. R. Bank. P. 9036.

Notice by first class mail was sent to the following persons/entities by the Bankruptcy Noticing Center on Jun 08, 2023:

Recip ID	Recipient Name and Address
db	+ American Property Acquisition, LLC, 210 Barton Springs Road, Suite 300, Austin, TX 78704-1251
db	+ American Property Acquisitions I, LLC, 210 Barton Springs Road, Suite 300, Austin, TX 78704-1251
db	+ American Property Acquisitions VII, LLC, 210 Barton Springs Road, Suite 300, Austin, TX 78704-1251
db	+ Core Scientific Acquired Mining LLC, 210 Barton Springs Road, Suite 300, Austin, TX 78704-1251
db	+ Core Scientific Mining LLC, 210 Barton Springs Road, Suite 300, Austin, TX 78704-1251
db	+ Core Scientific Operating Company, 210 Barton Springs Road, Suite 300, Austin, TX 78704-1251
db	+ Core Scientific Specialty Mining (Oklahoma) LLC, 210 Barton Springs Road, Suite 300, Austin, TX 78704-1251
db	+ Core Scientific, Inc., 210 Barton Springs Road, Suite 300, Austin, TX 78704-1251
db	+ RADAR LLC, 210 Barton Springs Road, Suite 300, Austin, TX 78704-1251
db	+ Radar Relay, Inc., 210 Barton Springs Road, Suite 300, Austin, TX 78704-1251
db	+ Starboard Capital LLC, 210 Barton Springs Road, Suite 300, Austin, TX 78704-1251
intp	+ Board of Directors of Core Scientific, Inc., c/o Peter C. Lewis, Scheef & Stone, L.P., 500 North Akard Street, Suite 2700, Dallas, TX 75201-3306
intp	+ Condair Inc., c/o John S. Collins, Vorys, Sater, Seymour and Pease LLP, 909 Fannin, Suite 2700, Houston, TX 77010-1009
cr	+ Dalton Utilities, Howley Law PLLC, 711 Louisiana Street, Ste. 1850, Houston, TX 77002-2790
cr	+ GEM Mining 1, LLC, c/o Evan N. Parrott, 11 North Water Street, Suite 24290, Mobile, AL 36602-5024
cr	+ GEM Mining 2, LLC, c/o Evan N. Parrott, 11 North Water Street, Suite 24290, Mobile, AL 36602-5024
cr	+ GEM Mining 2B, LLC, c/o Evan N. Parrott, 11 North Water Street, Suite 24290, Mobile, AL 36602-5024
cr	+ GEM Mining 3, LLC, c/o Evan N. Parrott, 11 North Water Street, Suite 24290, Mobile, AL 36602-5024
cr	+ GEM Mining 4, LLC, c/o Evan N. Parrott, 11 North Water Street, Suite 24290, Mobile, AL 36602-5024
cr	+ Indigo Direct Lending, LLC, c/o Ross, Smith & Binford, PC, Attn: Frances A. Smith, 700 N. Pearl Street, Suite 1610 Dallas, TX 75201-7459
cr	+ J.W. Didado Electric, LLC, c/o Leonard I. Pataki, Quanta Services, 4500 S. Garnett Road, Suite 100, Tulsa, OK 74146-5221
cr	+ LV.NET, LLC, 1221 S. Casino Center Blvd., Las Vegas, NV 89104, UNITED STATES 89104-1015
cr	+ Maddox Industrial Transformer, LLC, c/o Mary M. Caskey, Esq., Haynsworth Sinkler Boyd, PA, PO Box 11889, Columbia, SC 29211-1889
intp	+ McCarthy Building Companies, Inc., c/o Watt, Tieder, Hoffar & Fitzgerald, L, 1765 Greensboro Station Place, Suite 1000, McLean, VA 22102-3468
cr	++ NEXTERA ENERGY RESOURCES, ATTN C/O SHIRLEY PALUMBO ESQ, 700 UNIVERSE BLVD JB LAW, JUNO BEACH FL 33408-2657 address filed with court:, NextEra Energy Resources, LAW/JB, 700 Universe Blvd., Juno Beach, FL 33408, UNITED STATES
cr	+ North Mill Equipment Finance LLC, c/o Padfield & Stout, LLP, Christopher V. Arisco, 420 Throckmorton Street, Suite 1210, Fort Worth, TX 76102-3792
cr	+ Pescadero Capital, LLC, Building LAW/JB, 700 Universe Blvd, Juno Beach, FL 33408, UNITED STATES 33408-2657
cr	+ Quinn Emanuel Urquhart & Sullivan, LLP, c/o Asher Griffin, 300 W 6th Street, Suite 2010, Austin, TX 78701 UNITED STATES 78701-3901
cr	+ Tanmar Rentals, LLC, c/o Wells & Cuellar, P.C., 440 Louisiana Suite 718, Houston, TX 77002, UNITED STATES 77002-1058
cr	+ Tenaska Power Services Co., c/o Ross & Smith, P.C., Attn: Jason Binford, 2003 N. Lamar Blvd., Suite 100 Austin, TX 78705-4932
intp	+ U.S. Bank National Association, as Prepetition Not, c/o Shipman & Goodwin LLP, One Constitution Plaza, Hartford, CT 06103-1803
cr	+ c/o James Bailey Esq Gaylor Electric, Inc., d/b/a, Bradley Arant Boult Cummings LLP, One Federal Place, 1819 5th Ave. N, Birmingham, AL 35203-2119

TOTAL: 32

Notice by electronic transmission was sent to the following persons/entities by the Bankruptcy Noticing Center.

Electronic transmission includes sending notices via email (Email/text and Email/PDF), and electronic data interchange (EDI). Electronic transmission is in Eastern Standard Time.

District/off: 0541-4

Date Rcvd: Jun 06, 2023

User: ADIuser

Form ID: pdf002

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Total Noticed: 40

Recip ID	Notice Type: Email Address	Date/Time	Recipient Name and Address
cr	+ Email/Text: ahochheiser@mauricewutscher.com	Jun 06 2023 20:14:00	AmTrust North America, Inc. on behalf of Associate, c/o Maurice Wutscher LLP, 23611 Chagrin Blvd. Suite 207, Beachwood, OH 44122-5540
cr	+ Email/Text: beanland@mssattorneys.com	Jun 06 2023 20:14:49	BEAM Concrete Construction, Inc., c/o Misti L. Beanland, 8131 LBJ Freeway, Suite 700, Dallas, TX 75251-1352
cr	+ Email/Text: dallas.bankruptcy@LGBS.com	Jun 06 2023 20:14:00	Dallas County, Linebarger Goggan Blair & Sampson, LLP, c/o John K. Turner, 2777 N. Stemmons Freeway, Suite 1000, Dallas, TX 75207-2328
cr	^ MEBN	Jun 06 2023 20:11:27	GEM Mining 1, LLC, c/o Evan N. Parrott, 11 North Water Street, Suite 24290, Mobile, AL 36602-5024
cr	^ MEBN	Jun 06 2023 20:11:26	GEM Mining 2, LLC, c/o Evan N. Parrott, 11 North Water Street, Suite 24290, Mobile, AL 36602-5024
cr	^ MEBN	Jun 06 2023 20:11:25	GEM Mining 2B, LLC, c/o Evan N. Parrott, 11 North Water Street, Suite 24290, Mobile, AL 36602-5024
cr	^ MEBN	Jun 06 2023 20:11:26	GEM Mining 3, LLC, c/o Evan N. Parrott, 11 North Water Street, Suite 24290, Mobile, AL 36602-5024
cr	^ MEBN	Jun 06 2023 20:11:24	GEM Mining 4, LLC, c/o Evan N. Parrott, 11 North Water Street, Suite 24290, Mobile, AL 36602-5024
cr	+ Email/Text: rmcdowell@slgcollect.com	Jun 06 2023 20:14:00	Meridian Equipment Finance, LLC, c/o Saldutti Law Group, 1040 Kings Highway N., Suite 100, Cherry Hill, NJ 08034-1925
cr	Email/Text: shirley.palumbo@nexteraenergy.com	Jun 06 2023 20:14:00	NextEra Energy Resources, LAW/JB, 700 Universe Blvd., Juno Beach, FL 33408, UNITED STATES
cr	+ Email/Text: schristianson@buchalter.com	Jun 06 2023 20:14:00	Oracle America, Inc., Buchalter PC, c/o Shawn M. Christianson, 425 Market St., Suite 2900, San Francisco, Ca 94105-2491
cr	+ Email/Text: neil.orleans@judithwross.com	Jun 06 2023 20:14:00	Tenaska Power Services Co., c/o Ross & Smith, P.C., Attn: Judith W. Ross, 700 N. Pearl Street, Suite 1610, Dallas, TX 75201-7459
cr	^ MEBN	Jun 06 2023 20:10:58	Texas Comptroller of Public Accounts, Revenue Acco, Christopher S. Murphy, P.O. Box 12548, Austin, TX 78711-2548
cr	+ Email/Text: BKECF@traviscountytgov	Jun 06 2023 20:14:00	Travis County, c/o Jason A. Starks, P.O. Box 1748, Austin, TX 78767-1748

TOTAL: 14

BYPASSED RECIPIENTS

The following addresses were not sent this bankruptcy notice due to an undeliverable address, *duplicate of an address listed above, *P duplicate of a preferred address, or ## out of date forwarding orders with USPS.

Recip ID	Bypass Reason	Name and Address
cr		36th Street Capital Partners, LLC
cr		ABLe Communications, Inc.
cr		Ad Hoc Group of Secured Convertible Noteholders
cr		Anchorage Lending CA, LLC
intp		B. Riley Commercial Capital, LLC
cr		Barings BDC, Inc.
cr		Barings Capital Investment Corporation
cr		Barings Private Credit Corp.

District/off: 0541-4

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cr BlockFi Lending LLC
 cr BlockFi, Inc. and its affiliated entities
 cr Bremer Bank
 cr Brown Corporation Brown Corporation, 311 Pointe North Place #4, Dalton, UNITED STATES
 cr CEC Energy Services LLC
 cr Celsius Mining, LLC
 cr Charles Basil
 cr City of Denton
 cr Coonrod Electric Co. LLC
 intp Foundry Digital LLC
 cr General Casualty Company of Wisconsin
 intp Harper Construction Company, Inc.
 cr Huband-Mantor Construction, Inc.
 cr Humphrey & Associates, Inc.
 cr MK Marlow Company, LLC
 cr MP2 Energy Texas LLC d/b/a Shell Energy Solutions
 cr Marnoy Interests, Ltd. d/b/a Office Pavilion
 cr MassMutual Asset Finance, LLC
 cr Mitch Edwards
 cr NYDIG ABL LLC
 intp Official Committee of Equity Security Holders
 crcm Official Committee of Unsecured Creditors
 cr Prime Alliance Bank, Inc.
 cr Priority Power Management, LLC
 intp SRPF A QR Riversouth LLC
 cr Sphere 3D Corp.
 cr Summit Electric Supply Company, Inc.
 cr TOYOTA INDUSTRIES COMMERCIAL FINANCE INC.
 cr Texas Capitalization Resource Group, Inc., 5201 Camp Bowie Blvd. Suite 200, Fort Worth
 intp The Ad Hoc Equity Group
 intp Trilogy LLC
 intp Trinity Capital Inc.
 cr Wingspire Equipment Finance, LLC

TOTAL: 41 Undeliverable, 0 Duplicate, 0 Out of date forwarding address

NOTICE CERTIFICATION

I, Gustava Winters, declare under the penalty of perjury that I have sent the attached document to the above listed entities in the manner shown, and prepared the Certificate of Notice and that it is true and correct to the best of my information and belief.

Meeting of Creditor Notices only (Official Form 309): Pursuant to Fed .R. Bank. P.2002(a)(1), a notice containing the complete Social Security Number (SSN) of the debtor(s) was furnished to all parties listed. This official court copy contains the redacted SSN as required by the bankruptcy rules and the Judiciary's privacy policies.

Date: Jun 08, 2023

Signature: /s/Gustava Winters